

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
NORTHWESTERN CORPORATION,)	Case No. 03-12872 (JLP)
)	
Reorganized Debtor.)	Re: Docket No. 2432
)	

**ORDER WITH RESPECT TO FINAL FEE APPLICATION
OF PAUL, HASTINGS, JANOFSKY & WALKER LLP**

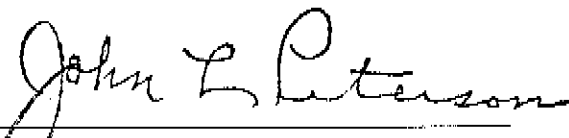
Upon consideration of the Fifth Quarterly and Final Fee Application of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") [Docket No. 2432] (the "Final Fee Application"); Magten Asset Management Corporation's Objection thereto [Docket No. 2527]; the Fee Auditor's Final Report [Docket No. 2635]; hearing on the Final Fee Application was held on May 3, 2005 after due notice; and, upon this Court's review of the Final Fee Application and any objections or statements of counsel related thereto; the Court accepts the Fee Auditor's recommended adjustments to the requested fees and expenses, and finds that the Final Fee Application, as adjusted, is reasonable under section 330(a) of the Bankruptcy Code; Accordingly, it is hereby

ORDERED, that Magten Asset Management Corporation's Objection to the Final Fee Application is **OVERRULED**; and it is further

ORDERED, that the Final Fee Application of Paul Hastings is **APPROVED**, as amended by this Order, and Paul Hastings is allowed final compensation in the amount of \$14,395,264.28, which represents reasonable attorney's fees of \$13,504,176.95, and actual and necessary expenses of \$891,087.33; and it is further

ORDERED, that the Debtor is authorized and directed to make payment to Paul Hastings for such allowed compensation and expenses, to the extent not already paid as of the date hereof.

Dated: May 9, 2005



Honorable John L. Peterson
United States Bankruptcy Judge